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Form PTO-1594 (Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Storecast Corporation of America  
Impact Merchandising Services, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other New Jersey and Pennsylvania

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Storecast Merchandising Corporation

Internal Address: Oakland Corporate Center, Suite B

Street Address: 440 Creamery Way

City: Exton State: PA Zip: 19341

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: June 30, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) 1,908,727; 985,659

817,146; 426,987

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert E. Rosenthal, Esquire

Internal Address: Duane Morris

One Liberty Place

Street Address: 1650 Market Street

City: Philadelphia State: PA Zip: 19103-7396

6. Total number of applications and registrations involved: \_\_\_\_\_

4

7. Total fee (37 CFR 3.41).....\$ 115.00

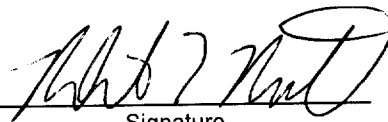
- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

Robert E. Rosenthal, Esquire  
Name of Person Signing

  
Signature

February 1, 2002  
Date

7

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

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TRADEMARK  
REEL: 002455 FRAME: 0096

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

STORECAST CORPORATION OF AMERICA

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate Of Merger  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
3rd day of August, 2000*



A handwritten signature in black ink, appearing to read "Roland M. Machold". The signature is written in a cursive style with some loops and flourishes.

*Roland M Machold  
Treasurer*

TRADEMARK

REEL: 002455 FRAME: 0097

MRF

FILED

JUN 30 2000

State Treasurer  
Roland Machold

**CERTIFICATE OF MERGER**

**OF**

**IMPACT MERCHANDISING SERVICES, INC.**  
(a Pennsylvania corporation)

**INTO**

**STORECAST CORPORATION OF AMERICA**  
(a New Jersey corporation)

Under and pursuant to N.J.S.A. 14A:10-1 et seq., the undersigned hereby certify that:

The Plan of Merger was adopted by the Board of Directors and Shareholders of each constituent Corporation.

The name of each constituent Corporation is as follows:

Impact Merchandising Services, Inc.

Storecast Corporation of America

The name of the surviving Corporation is:

Storecast Corporation of America

The number of outstanding shares of Impact Merchandising Services, Inc. is 106, all of which are entitled to vote; the number of outstanding shares of Storecast Corporation of America is 304, all of which are entitled to vote. The Merger was authorized by the unanimous written consent of the Directors and Shareholders of each Corporation.

The effective date of the Merger shall be the date of filing.

The Plan of Merger is attached hereto as Exhibit A.

The applicable provisions of the Pennsylvania Business Corporation Law have been complied with.

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3<sup>rd</sup> IN WITNESS WHEREOF, the undersigned have signed and verified this Certificate this day of June, 2000.

IMPACT MERCHANDISING SERVICES, INC.

  
\_\_\_\_\_  
Vincent Willis  
President and Secretary

STORECAST CORPORATION OF AMERICA

  
\_\_\_\_\_  
Vincent Willis  
President and Secretary

PH2633067.1

**PLAN AND AGREEMENT OF MERGER**

**OF**

**IMPACT MERCHANDISING SERVICES, INC.**  
( a Pennsylvania corporation)

**WITH AND INTO**

**STORECAST CORPORATION OF AMERICA**  
( a New Jersey corporation)

This Plan and Agreement of Merger (this "Plan of Merger") dated as of June <sup>29</sup>, 2000, is by and between Impact Merchandising Services, Inc., a Pennsylvania corporation ("Impact") and Storecast Corporation of America, a New Jersey corporation ("SCA"). Pursuant to this Plan of Merger, Impact shall be merged with and into SCA (SCA is hereinafter sometimes referred to as the "Surviving Corporation").

**WHEREAS**, the respective Boards of Directors of Impact and SCA deem it be in the best interest of each corporation for Impact to merge with and into SCA, pursuant to the applicable provisions of the Pennsylvania Business Corporation Law (the "PBCL") and the New Jersey Business Corporation Act (the "NJBCA"), all in accordance with the terms and provisions of this Plan of Merger; and

**WHEREAS**, the stockholders and Boards of Directors of Impact and SCA have approved and agreed to this Plan of Merger.

**NOW, THEREFORE**, in consideration of the mutual covenants contained herein, and for the purpose of setting forth the terms and conditions of the merger, the mode of carrying the merger into effect and the manner of cancelling the shares of common stock of Impact and any other details that are necessary or favorable, the parties agree to the following:

1. Merger and Name of Surviving Corporation. Impact shall be merged with and into SCA in accordance with the terms and provisions of this Plan of Merger. The name of the Surviving Corporation shall be Storecast Merchandising Corporation.

2. Terms and Conditions of Merger.

2.01 The Certificate of Incorporation of SCA shall be and remain the Certificate of Incorporation of the Surviving Corporation.

2.02 The By-laws of SCA shall be and remain the By-laws of the Surviving Corporation until altered, amended or repealed.

2.03 The officers and directors of SCA shall be the officers and directors of the Surviving Corporation, and each shall hold office until his successor has been elected and qualified or until his respective resignation or removal either according to the law or the By-laws of the Surviving Corporation.

2.04 The separate existence of Impact shall cease, and Impact shall be merged with and into SCA with the effect specified by Section 1929 of the PBCL and Section 14A:10-6 of the NJBCA.

2.05 All of the estate, property, real, personal and mixed, rights, privileges, powers, franchises, licenses, permits and interests of each of Impact and SCA (collectively, the "Constituent Corporations"), and all of the debts due on whatever account of each of them, including subscriptions for shares and other choses in action belonging to each of them, shall be vested in the Surviving Corporation without further act or deed; and all claims, demands, property and every other interest shall be the property of the Surviving Corporation as they were of the Constituent Corporations; and the title to all real estate vested in each of the Constituent Corporations, if any, shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation.

2.06 To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, Impact shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all of its property, rights, privileges, powers, licenses, permits and franchises and otherwise to carry out the intent and purposed of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of said corporation or otherwise, to take any and all such action.

2.07 Subject to the terms and conditions herein provided, Articles of Merger and Certificates of Merger incorporating this Plan of Merger in compliance with the PBCL and the NJBCA shall be duly executed by the appropriate officers of the Constituent Corporations and filed with the Department of State of Pennsylvania and the Secretary of State of New Jersey, respectively.

### 3. Manner of Stock Conversion.

3.01 The manner and basis of converting shares of capital stock of Impact and SCA shall be as set forth in this Section 3.

3.02 Each of the issued and outstanding shares of Impact's common stock shall cease to be outstanding.

3.03 Each of the issued and outstanding shares of SCA's capital stock shall continue to be issued and outstanding.

IN WITNESS WHEREOF, each of the undersigned officers of Impact and SCA, acting pursuant to a resolution of the Board of Directors of each of the respective entities, has hereunto set his hand as of the day and year first above written.

ATTEST: IMPACT MERCHANDISING SERVICES, INC.

By: \_\_\_\_\_ By: Vincent Willis  
Name: Vincent Willis  
Title: President

ATTEST: STORECAST CORPORATION OF AMERICA

By: \_\_\_\_\_ By: Vincent Willis  
Name: Vincent Willis  
Title: President

FD-601 (3-1-1)